

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
In re:	:	Chapter 15
	:	
GOLI NUTRITION INC., <i>et al.</i> , ¹	:	Case No. 24-10438 (LSS)
	:	
Debtors in a Foreign Proceeding.	:	Jointly Administered
	:	
	X	

**NOTICE OF (I) FILING OF (A) PETITIONS PURSUANT TO CHAPTER 15 OF THE
BANKRUPTCY CODE AND (B) PETITIONER’S SALE MOTION; (II) ENTRY OF
PROVISIONAL RELIEF ORDER; (III) DEADLINE TO OBJECT TO ENTRY OF
RECOGNITION ORDER AND SALE ORDER; AND (IV) HEARING FOR COURT TO
CONSIDER CHAPTER 15 PETITIONS, SALE MOTION,
ENTRY OF RECOGNITION ORDER AND SALE ORDER**

PLEASE TAKE NOTICE that on March 19, 2024, Deloitte Restructuring Inc., in its capacity as the court-appointed monitor and duly authorized foreign representative (in such capacity, the “Petitioner”), as defined by section 101(24) of title 11 of the United States Code (the “Bankruptcy Code”), of Goli Nutrition Inc., a company incorporated in Québec, Canada (“Goli Canada”) and Goli Nutrition Inc., a company incorporated in Delaware (“Goli US,” and together with Goli Canada, the “Debtors”), in Canadian proceedings (the “Canadian Proceedings”) commenced under the Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the “CCAA”), pending before the Superior Court in the Commercial Division in the District of Montreal (the “Canadian Court”), filed petitions (collectively, the “Chapter 15 Petitions”) under chapter 15 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), commencing the Debtors’ chapter 15 cases (collectively, the “Chapter 15 Cases”) ancillary to the Canadian Proceedings, with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that on March 18, 2024, the Canadian Court issued an order (the “Initial Order”) (i) appointing the Petitioner as monitor and authorizing it to act as the foreign representative of the Debtors, and (ii) granting a broad stay of proceedings in favor of the Debtors for an initial period through and including March 27, 2024 (the “Stay Period”). The Canadian Court has scheduled a hearing to consider an extension of the Stay Period and other relief for March 27, 2024 (the “Comeback Hearing”).

PLEASE TAKE FURTHER NOTICE that the Petitioner has filed the *Petitioner’s Verified Petition Under Chapter 15 for Recognition of the Canadian Proceedings and Request for Related Relief* (the “Verified Petition”), requesting that the Court enter an order (the “Recognition”

¹ The Debtors in these Chapter 15 cases, are: Goli Nutrition, Inc., a company incorporated in Québec, Canada and the last 4 digits of its Canadian business number is 0002; and Goli Nutrition Inc., a company incorporated in Delaware and the last 4 digits of its federal tax identification number is 2655. The Debtors are collectively managed from their corporate headquarters which are located at 2205 Boul. De la Côte-Vertu, suite 200, Montreal, Québec, Canada.

Order”), (a) granting recognition of the Canadian Proceedings as foreign main proceedings, or, in the alternative, as foreign nonmain proceedings, under section 1517 of the Bankruptcy Code, and (b) enforcing the Initial Order on a permanent basis in the United States and (c) granting such other and further relief as the Court deems just and proper.

PLEASE TAKE FURTHER NOTICE that by Order dated March 22, 2024, the Chapter 15 Cases are being jointly administered for procedural purposes only and all pleadings filed in the Chapter 15 Cases should bear the above-referenced caption.

PLEASE TAKE FURTHER NOTICE that on March 22, 2024, the Court entered an order (the “Provisional Relief Order”), on an interim basis, applying sections 362 and 365(e) of the Bankruptcy Code to stay any and all collection and enforcement actions by creditors, lessors and any other parties against the Debtors and their assets in the United States.

PLEASE TAKE FURTHER NOTICE that the Debtors have made applications in the Canadian Court for (i) a reverse vesting order (the “RVO”) approving a transaction, pursuant to which a purchaser will subscribe for new shares in Goli Canada and effectively acquire 100% of the equity interest in Goli Canada and become the sole shareholder of Goli Canada and its subsidiaries, and (ii) an order (the “Atos Sale Order”) approving the terms of a second and separate transaction to implement the liquidation of certain assets of Goli Canada located in the United States. The Canadian Court has scheduled a hearing (the “Transaction Approval Hearing”) to consider the Debtors’ request for the RVO and the Atos Sale Order on **April 9, 2024** at the Montreal Courthouse located at 1 Notre-Dame East Street, Montreal, Quebec, Canada **at a time and in a room to be determined by the Canadian Court**. The Petitioner, in its capacity as the monitor, will post the details for the Transaction Approval Hearing once they are available on its website at: www.insolvencies.deloitte.ca/goli.

PLEASE TAKE FURTHER NOTICE that the RVO provides, among other things, that the following (i) Goli Canada and certain of its directors and officers; and (ii) the Purchaser and its present and former directors, officers, employees, shareholders, legal counsel and advisors (collectively the “Released Parties”) shall be released from any and all present and future claims based upon any fact or matter of occurrence related to the RVO or the Debtors, their assets, business or affairs or administration of the Debtors, subject to certain limited exceptions, including any claims against the directors or officers of Goli Canada that: (i) relates to contractual rights of one or more creditors; or (ii) is based on allegations of misrepresentations made by directors to creditors or of wrongful or oppressive conduct by directors.

PLEASE TAKE FURTHER NOTICE that the Atos Sale Order contains certain indemnification provisions and limitations of liability in favor of the Agent in connection with its performance under the Agency Agreement.

PLEASE TAKE FURTHER NOTICE that the Petitioner has filed the *Petitioners’ Motion for Entry of an Order (I) Recognizing and Enforcing the RVO and the Atos Sale Order, (II) Approving the Sale Transactions Free and Clear of Liens, Claims, and Encumbrances, and (III) Granting Related Relief* (the “Sale Motion”).

PLEASE TAKE FURTHER NOTICE that, by the Sale Motion, the Petitioner is seeking an order, among other things, recognizing and enforcing the RVO and the Atos Sale Order in the U.S., including the releases and limitations of liability contained therein.

PLEASE TAKE FURTHER NOTICE that copies of the Chapter 15 Petitions, the Sale Motion, the Initial Order, the Provisional Relief Order, and certain other papers filed contemporaneously therewith in the Canadian Proceedings and/or the Chapter 15 Cases, including the Verified Petition, are available (i) by contacting counsel to the Petitioner, Andrew Rosenblatt, at Norton Rose Fulbright US LLP at (212) 408-5100 or andrew.rosenblatt@nortonrosefulbright.com, (ii) by accessing the Petitioner's website <http://www.insolvencies.deloitte.ca/goli>, or (iii) on the Court's website at www.deb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE that the Court has (i) scheduled a hearing (the "Recognition Hearing") to consider the Chapter 15 Petitions and the Sale Motion for **April 15, 2024 at 12:00 p.m. (prevailing Eastern Time)** before the Honorable Laurie Selber Silverstein at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom No. 2, Wilmington, Delaware 19801, and (ii) established on or before **4:00 p.m. (prevailing Eastern Time) on April 8, 2024** (the "Objection Deadline") as the deadline to object to the Chapter 15 Petitions and/or the Sale Motion.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Chapter 15 Petitions or the Sale Motion shall be (i) made in writing, describe the basis therefore, and indicate the nature and extent of the respondent's interests in the Debtors' Chapter 15 Cases, (ii) filed with the Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and (iii) served upon Norton Rose Fulbright US LLP, 1301 Avenue of the Americas, New York, New York 10019 (Attn: Andrew Rosenblatt) and Landis Rath & Cobb LLP, 919 Market Street, Ste. 1800, Wilmington, Delaware 19801 (Attn: Matthew B. McGuire) on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that all parties-in-interest in the Chapter 15 Cases that are opposed to the Chapter 15 Petitions or the Sale Motion must appear at the Recognition Hearing, which hearing may be adjourned from time to time without further notice except for an in-Court announcement at the Recognition Hearing or a filing by the Petitioner on the docket of the Chapter 15 Cases of the date and time to which the Recognition Hearing has been adjourned.

PLEASE TAKE FURTHER NOTICE THAT IF NO RESPONSES OR OBJECTIONS ARE RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE PETITIONER AND ENTER THE RECOGNITION ORDER AND/OR AN ORDER APPROVING THE SALE MOTION WITHOUT FURTHER NOTICE OR A HEARING.

[Signature Page to Follow]

Dated: March 25, 2024
Wilmington, Delaware

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